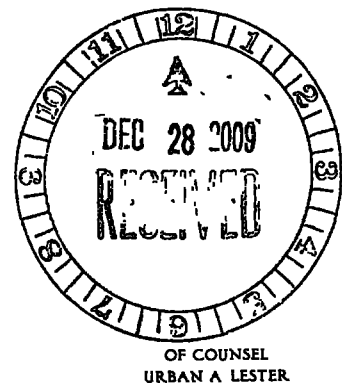


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December 23, 2009

RECORDATION NO. 28121 FILED

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W.  
Washington, D.C. 20423

Contract C-8251

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

Lessee: Omya, Incorporated  
39 Main Street  
Proctor, VT 05765

Section Chief  
December 23, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

45 railcars within the series ACFX 042518 - ACFX 059898 as more  
particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W Alvord

RWA/sem  
Enclosures

DEC 23 '09 -10 3 0 AM

**MEMORANDUM OF LEASE****SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Omya, Incorporated, a Vermont Corporation, ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract C-8251, dated as of 1/7/05 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks ACFX.

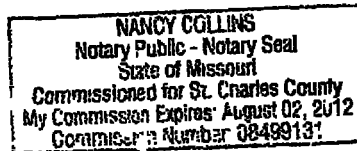
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

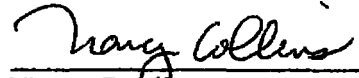
AMERICAN RAILCAR LEASING LLC

By:   
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI                     )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 16<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

Omya, Inc.

Contract C-8251 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
45	Hopper	ACFX	042518
	Hopper	ACFX	042519
	Hopper	ACFX	042520
	Hopper	ACFX	042521
	Hopper	ACFX	042522
	Hopper	ACFX	042523
	Hopper	ACFX	042524
	Hopper	ACFX	042525
	Hopper	ACFX	042526
	Hopper	ACFX	042527
	Hopper	ACFX	042528
	Hopper	ACFX	042529
	Hopper	ACFX	042532
	Hopper	ACFX	045061
	Hopper	ACFX	045063
	Hopper	ACFX	045508
	Hopper	ACFX	045574
	Hopper	ACFX	045590
	Hopper	ACFX	045777
	Hopper	ACFX	045821
	Hopper	ACFX	045822
	Hopper	ACFX	045823
	Hopper	ACFX	051053
	Hopper	ACFX	051190
	Hopper	ACFX	051191
	Hopper	ACFX	051192
	Hopper	ACFX	051193
	Hopper	ACFX	051194
	Hopper	ACFX	051196
	Hopper	ACFX	051198
	Hopper	ACFX	051199
	Hopper	ACFX	051200
	Hopper	ACFX	051375

## Schedule A

### Equipment

**Omya, Inc.**

Contract C-8251 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
45	Hopper	ACFX	051376
	Hopper	ACFX	051377
	Hopper	ACFX	051378
	Hopper	ACFX	051379
	Hopper	ACFX	051380
	Hopper	ACFX	051382
	Hopper	ACFX	051383
	Hopper	ACFX	051384
	Hopper	ACFX	051674
	Hopper	ACFX	051680
	Hopper	ACFX	051704
	Hopper	ACFX	059898

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated. 12/23/09



\_\_\_\_\_  
Robert W. Alvord